

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

DENISE MCKEOWN, ROBERT LUTTS,
Plaintiffs,

vs.

ADVEST, INC., KAREN SUGHRUE, et
al.,

Defendants

C.A. No. 05-10176-RGS

CONSOLIDATED WITH

T. ROWE PRICE TAX-FREE HIGH
YIELD FUND, INC., et al.,
Plaintiffs,

vs.

ADVEST, INC., KAREN SUGHRUE, et
al.,

Defendants

C.A. No. 04-11667-RGS

**MOTION TO ENLARGE PAGE LIMIT FOR BRADFORD DEFENDANTS’
OPPOSITION TO T. ROWE PRICE PLAINTIFFS’ MOTIONS TO VACATE
DISMISSAL AND FOR LEAVE TO FILE A SECOND AMENDED COMPLAINT**

Pursuant to Local Rule 7.1(B)(4), the Bradford Defendants¹ move for leave to file the Bradford Defendants’ Opposition to T. Rowe Price Plaintiffs’ Motions to Vacate Dismissal and for Leave to File a Second Amended Complaint in excess of the page limit, but no longer than 40 pages. Counsel for the T. Rowe Price Plaintiffs has stated that he does not object to the Bradford Defendants’ filing of an opposition brief in excess of the 20-page limit and of up to 40 pages. In support of this Motion, the Bradford Defendants state:

¹ “Bradford Defendants” refers to all defendants in this action except Advest, Inc.

1. The T. Rowe Price Plaintiffs' Motions to Vacate Dismissal and for Leave to File a Second Amended Complaint ("Motions") rely entirely on their request to amend their complaint to "cure the deficiencies" for which the Court dismissed the Amended Complaint and entered judgment in this action.

2. The Motions should be denied for plaintiffs' undue delay in moving to amend, and also for futility, because the Second Amended Complaint does not cure the deficiencies in their allegations.

3. The proposed Second Amended Complaint is 55 pages long; contains 144 numbered paragraphs, many of which have several subparts; names 19 defendants and 6 plaintiffs; and asserts eight different claims which are based primarily on allegations of misrepresentations and omissions in an Offering Statement that consists of more than 100 pages and is attached to the Second Amended Complaint.

4. To appropriately set out the facts and the law establishing plaintiffs' undue delay in moving to amend, and to address the continued pleading deficiencies in the Second Amended Complaint, the Bradford Defendants respectfully request that they be permitted to submit an opposition to the Motions in excess of the page limit, but no longer than 40 pages. The Bradford Defendants believe the additional pages of briefing will help the Court in considering and deciding plaintiffs' Motions.

5. Counsel for the T. Rowe Price Plaintiffs has stated that he does not object to the Bradford Defendants' filing of an opposition brief in excess of 20 pages, and up to 40 pages long.

WHEREFORE, the Bradford Defendants respectfully request that the Court grant them leave to file the Bradford Defendants' Opposition to T. Rowe Price Plaintiffs' Motions to Vacate Dismissal and for Leave to File a Second Amended Complaint in excess of the page limit, but which is no longer than 40 pages.

THE BRADFORD DEFENDANTS

By their attorneys,

/s/ A. Lauren Carpenter

Robert E. Sullivan, BBO #487820

Scott A. Roberts, BBO #550732

A. Lauren Carpenter, BBO #551258

SULLIVAN, WEINSTEIN & McQUAY, P.C.

Two Park Plaza

Boston, MA 02116

(617) 348-4300

Dated: December 8, 2006

CERTIFICATE OF CONFERENCE

Pursuant to Local Rule 7.1(a)(2), I, A. Lauren Carpenter, certify that I have conferred with the plaintiffs' counsel in good faith to resolve or narrow the issues presented by the Bradford Defendants' Opposition to T. Rowe Price Plaintiffs' Motions to Vacate Dismissal and for Leave to File a Second Amended Complaint, and plaintiffs' counsel has stated that he does not object to the Bradford Defendants' filing of a memorandum in excess of 20 pages and up to 40 pages.

/s/ A. Lauren Carpenter
A. Lauren Carpenter

CERTIFICATE OF SERVICE

I, A. Lauren Carpenter, hereby certify that this document filed through the ECF system will be sent electronically to the registered participants on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on December 8, 2006.

/s/ A. Lauren Carpenter
A. Lauren Carpenter